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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF FILING OF REPLACEMENT CREDIT AGREEMENT PURSUANT TO
DEBTORS' DIP REFINANCING MOTION

PLEASE TAKE NOTICE that in accordance with footnote 4 of the Expedited
Motion for an Order Under 11 U.S.C. §§ 105, 361, 362, 363, 364(c)(1), 364(c)(2), 364(c)(3),
364(d)(1), and 364(e) and Fed. R. Bankr. P. 2002, 4001 and 6004(g) (I) Authorizing Debtors To

Obtain Postpetition Financing And (II) Authorizing Debtors To Refinance Secured Postpetition Financing And Prepetition Secured Debts (the "DIP Refinancing Motion"), filed December 18, 2006 (Docket No. 6180), Delphi Corporation and its affiliate debtors (the "Debtors") hereby file the Replacement Credit Agreement as provided for in the DIP Refinancing Motion. The Replacement Credit Agreement is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that a copy of the Replacement Credit Agreement blacklined against the existing DIP Credit Agreement is attached hereto as Exhibit B.

Dated: New York, New York
December 26, 2006

SKADDEN, ARPS, SLATE, MEAGHER
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